

# EXHIBIT D

**DATED 28 NOVEMBER 2014**

**OPPORTUNITY UNIQUE FUND INC.**  
**(the “Fund”)**

**OPPORTUNITY GESTÃO INTERNACIONAL DE RECURSOS LTDA.**  
**(the “Investment Manager”)**

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**INVESTMENT MANAGEMENT AGREEMENT**

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THIS AGREEMENT is made on 28 November 2014

**BETWEEN**

**OPPORTUNITY UNIQUE FUND INC.**, a company incorporated in the British Virgin Islands, the registered office of which is at Craigmuir Chambers, P.O.Box 71, Road Town, Tortola, British Virgin Islands (the "Fund"); and

**OPPORTUNITY GESTÃO INTERNACIONAL DE RECURSOS LTDA.**, a company incorporated under the laws of Brazil whose principal office is at Av. Presidente Wilson 231, 28<sup>th</sup> floor, part, Rio de Janeiro - RJ - 20030.021, Brazil (the "Investment Manager").

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

**2. APPOINTMENT AND DUTIES OF THE INVESTMENT MANAGER**

2.1 [REDACTED]

2.2 The Investment Manager hereby accepts such appointment and agrees to assume the obligations set forth in this Agreement including to

■ [REDACTED]  
■ [REDACTED]  
■ [REDACTED]

(d)

[REDACTED]

(r) on behalf of the Fund, exercise all rights, powers, privileges and other incidents of ownership or possession with respect to the Securities and other property and funds held or owned by the Fund, including without limitation the right to possess, lend, transfer, mortgage, pledge or otherwise deal in, and to secure the payment of obligations of the Fund by mortgage upon, or hypothecation or pledge of, all or part of the property of the Fund, whether at the time owned or thereafter acquired, participate in arrangements with creditors, institute and settle or compromise suits and administrative proceedings and other similar matters;

(s)

[REDACTED]

■ [REDACTED]

[REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

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[REDACTED]

[REDACTED]

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[illegible]



